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RECORDATION NO. 21667 FILED
SEP 25 '98 10-15 AM

OF COUNSEL
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September 23, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Santa Clara County (VTA 1998-USB)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (VTA 1998-USB), dated as of September 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1), and Sublease Supplement (VTA 1998-USB) (Lot 2), all of which are dated September 24, 1998

The names and addresses of the parties of the enclosed documents are:

Head Lease Agreement
Head Lease Supplement (Lot 1),
and

B → Head Lease Supplement (Lot 2)

Head Lessor Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

Head Lessee State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

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Sublease Agreement
Sublease Supplement (Lot 1)
and
Sublease Supplement (Lot 2)

Sublessor: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Sublessee: Santa Clara County Transit District
3331 North First Street
San Jose, California 95134

A description of the railroad equipment covered by the enclosed documents is attached to Schedule A to the Lease Supplement Lot 1 and Lease Supplement Lot 2.

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21667-B

FILED

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**MEMORANDUM OF HEAD LEASE SUPPLEMENT (VTA 1998-USB)
(LOT 2)**

Memorandum of Head Lease Supplement (VTA 1998-USB) (Lot 2), made and entered into on September ²⁴~~23~~, 1998 by and between Santa Clara County Transit District ("Head Lessor") and State Street Bank and Trust Company of Connecticut, National Association ("Head Lessee").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (VTA 1998-USB) (Lot 2), dated as of September ²⁴~~23~~, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, National Association, not in
its individual capacity except as otherwise expressly
set forth therein, but solely as Trustee

By: _____
Name:
Title:

SANTA CLARA COUNTY TRANSIT DISTRICT

By: 
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be
duly executed as of the date and year first above written.


SANTA CLARA COUNTY TRANSIT DISTRICT

By: _____

Name:

Title:

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity except
as otherwise expressly set forth therein, but solely as
Trustee

By:  _____

Name: Kathy A. Larimore

Title: Assistant Vice President

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this _____ day of September, 1998.

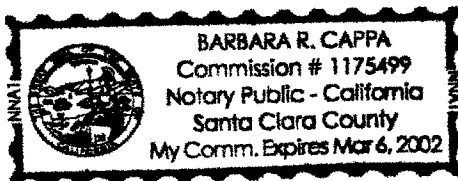
(SEAL)

Notary Public

STATE OF *California* §
COUNTY OF *Santa Clara* §

BEFORE ME, the undersigned notary public, on this day personally appeared *Scott Buhner* of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this *21st* day of September, 1998.



Barbara R. Coppa
Notary Public

STATE OF CONNECTICUT §

COUNTY OF HARTFORD §

BEFORE ME, the undersigned notary public, on this day personally appeared KATHY A. LARIMORE of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)


Notary Public

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/99

STATE OF _____ §

COUNTY OF _____ §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this day of September, 1998.

(SEAL)

Notary Public

SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1

Description of Railcars; Appraised Values
Equipment Lot No. 2

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	836	\$2,220,000
UTDC Light Rail Vehicle	841	\$2,220,000